

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
TWX 910-221-2103 Telex 206281  
FAX (312) 701-2361  
Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

July 23, 1996

RECORDATION NO. 20191-<sup>F</sup>  
JUL 22 1996 -2 2 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: Burlington Northern Railroad Company  
Leveraged Lease Locomotive Financing  
BNRR 1996-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (BNRR 1996-B), dated July 23, 1996, between Portland Locomotive Lease Co., Ltd., as lessor (the "*Lessor*"), and Burlington Northern Railroad Company, as lessee (the "*Lessee*").

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Burlington Northern Railroad Company  
3200 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

Lessor: Portland Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "*Equipment*") in favor of the Lessee.

CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary

July 23, 1996

Page 2

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNRR 1996-B) between Portland Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and Burlington Northern Railroad Company, as Lessee, 3200 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102, dated July 23, 1996, covering certain diesel electric locomotives bearing the road numbers listed in the Schedule attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/wp  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	28	BN 9699, BN 9711, BN 9712, BN 9740 through BN 9764, inclusive
General Motors Corporation (Electro-Motive Division) Model SD75M Diesel Electric Locomotives	6	ATSF 8251, ATSF 8257 through ATSF 8261, inclusive
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	5	BNSF 971 through BNSF 975, inclusive

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**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNRR 1996-B)**

Memorandum of Lessor Security Agreement, made and entered into on July 23, 1996 by and between Portland Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessor Security Agreement (BNRR 1996-B), dated as of July 23, 1996, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By F. J. Blaustein  
Name: F. Jan Blaustein  
Title: President

Executed on this 18<sup>th</sup> day of July, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this \_\_\_\_ day of July, 1996.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNRR 1996-B)**

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PORTLAND LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this \_\_\_\_ day of July, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

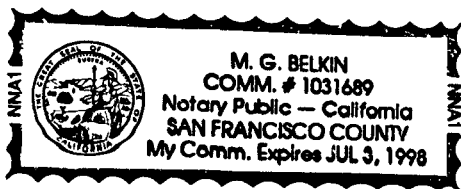
By Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this 18<sup>th</sup> day of July, 1996.

STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco )

On this, the 18<sup>th</sup> day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July 18, 1996 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M G Belkin  
Name: M G Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July \_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of PORTLAND LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on July \_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

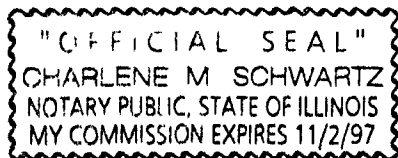
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the \_\_\_\_\_ day of July, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on July \_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Charles M. Schwartz  
Name:  
Notary Public  
My Commission Expires: -  
Residing in Illinois

## EXHIBIT A

### UNITS

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General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	28	BN 9699, BN 9711, BN 9712, BN 9740 through BN 9764, inclusive
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